

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE


In re:)	Chapter 11
)	
FLEMING COMPANIES, INC., et al.,)	Case No. 03-10945 (MFW)
)	(Jointly Administered)
Debtors.)	
_____)	Adv. Pro. No. 03-53069
)	
FLEMING COMPANIES, INC., et al.)	
)	
Appellants,)	
)	
vs.)	District Court Case No. 04-0284-SLR
)	
FARRIS PRODUCE, INC. MILES)	
FARMERS' MARKET, FOSTER)	
POULTRY FARMS, INC., and LEWIS)	
BAKERIES, INC., individually and on)	
behalf of all persons similarly situated,)	
)	
_____ Appellees.)	

AGREEMENT AND ORDER DISMISSING APPEAL

Pursuant to Rule 8001(c)(2) of the Federal Rules of Bankruptcy Procedure, the undersigned parties hereby agree and stipulate to the dismissal of the above-captioned appeal,

with prejudice, each party to bear its own costs.

PACHULSKI, STANG, ZIEHL, YOUNG,
JONES & WEINTRAUB P.C.



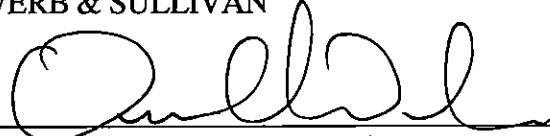
Laura Davis Jones (DE Bar No. 2436)
James E. O'Neill (DE Bar No. 4042)
Scotta E. McFarland (DE Bar No. 4184)
919 N. Market Street, 16th Floor
P.O. Box 8705
Wilmington, DE 19899-8705
(Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400
Email: ljones@pszyjw.com
smcfarland@pszyjw.com

KIRKLAND & ELLIS

Damian D. Capozzola
777 South Figueroa Street
Los Angeles, California 90017-5800
Telephone: 213-680-8400
Facsimile: 213-680-8500

Co-Counsel for Appellants

WERB & SULLIVAN



Duane D. Werb (Bar No. 1042)
300 Delaware Avenue, 10th Floor
P.O. Box 25046
Wilmington, DE 19899
Telephone: 302-652-1100
Facsimile: 302-651-1111
Email: dwerb@werbsullivan.com

and

Hartley B. Martyn, Esquire
Martyn & Associates
820 Superior Avenue NW, 10th Floor
Cleveland, OH 44113

and

Iden G. Martyn, Esquire
Martyn Liles PLLC
1054 31st Street, NW, Suite 415
Washington, DC 20007

Counsel for Appellee